

# Exhibit P

Troy A. Clarke  
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May 21, 2009

Mr. Mitsuo Kinoshita  
Executive Vice President  
Toyota Motor Corporation  
1 Toyota-cho, Toyota-shi  
Aichi-ken 471-8571 Japan

Dear Mr. Kinoshita:

I hope you are well and I look forward to seeing you at the NUMMI BOD meeting in June, at which time we will have the opportunity to discuss more fully the challenges we are currently facing.

Notwithstanding the soon approaching BOD meeting date and given the considerable reports in the press over the last several weeks speculating on GM plans with respect to its involvement in the NUMMI joint venture, I wanted to take this opportunity to reconfirm GM's desire to maintain a strong and mutually beneficial relationship with Toyota as well as outline our thinking on the joint venture.

In this regard, I first want to make very clear that General Motors strongly values its relationship with Toyota and our hope is that we will continue to build upon this important relationship. A key benefit of our NUMMI partnership has been the great products we have received from the joint venture. It is for that reason that I recently met with Tomozoe-san to discuss product opportunities and the future involvement of GM in our NUMMI JV. During these discussions, I indicated that GM believes a GM badged derivative of the Tacoma provides a good fit in our product portfolio and is more in-line with our long term product needs. I also stated during our meeting that while we strongly desire to maintain our 50/50 involvement in NUMMI, the continuation of the Vibe or a like product will not meet our needs.

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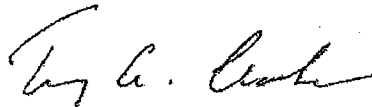
We understand that there may be concerns about what happens if GM is compelled to invoke the U.S. Bankruptcy Code to facilitate its restructuring. If a GM badged derivative of the Tacoma can be provided to GM, you can be assured that we will maintain GM's interest in the NUMMI JV as part of the new GM in any Chapter 11 scenario. Without the Tacoma, GM and Toyota will need to work together to discuss the dissolution of GM's interest in NUMMI. During the meeting with Tomozoe-san, I requested a response to the Tacoma question by June 1. I look forward to his response and I'm hopeful for a favorable response on the Tacoma question, so that our relationship can continue to include our partnership at NUMMI.

In addition, NUMMI management has kept us well informed of the Company's financial situation, including the intentions of the outside audit firm. We understand that, over the next few months, a situation may emerge in which the bank could demand a guarantee in order to continue lending to NUMMI. Under the terms of NUMMI's shareholders' agreement, both shareholders should equally offer any guarantees or loans to equalize the liability. However, GM will not be capable of extending a guarantee when it is in reorganization process under Chapter 11, and GM can not foresee, under the restrictions of the loan agreement with U.S. Treasury, whether a guarantee to NUMMI would be permitted, and with what kind of conditions it could be permitted.

Accordingly, GM would find it acceptable for TMC alone to make such a guarantee and appreciates TMC's willingness to provide this support. GM understands that in the event of a future dissolution, TMC would have preferential treatment as described in the shareholders' agreement. GM also understands that TMC's willingness to provide the guarantee will likely be linked to the current question on the Tacoma.

We appreciate your patience as we work through these issues. I look forward to hearing from you regarding the Tacoma. In addition, we are looking forward to having very productive discussions with you at the Board meeting in June.

Sincerely,



Troy A. Clarke  
Group Vice President  
President, GM North America